

Ex. 3

**Letter of David Gelfand
to Jeremy R. Kasha,
dated July 10, 2019**

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* Admitted only to a bar other than that of the District of Columbia. Working under the supervision of principals of the Washington office.

** Special Legal Consultant, qualified in the People's Republic of China.

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VIA EMAIL

Jeremy R. Kasha, Esq.
Antitrust Bureau
Office of the New York State Attorney General
28 Liberty Street
New York, NY 10005

Re: State of New York, et al. v. Deutsche Telekom AG, et al., No. 1:19-cv-05434-VM (S.D.N.Y.)

Dear Jeremy:

As promised, this letter sets forth Defendants' plans for addressing the issues raised in your letter of July 7.

- **DISH.** T-Mobile and Sprint will produce substantive communications with the FCC, the DOJ, and DISH regarding the potential DISH transaction as well as any briefing materials provided to their respective boards of directors that relate to the DISH transaction and any board minutes pertaining to the DISH transaction. This will include the drafting history of the deal documents. The cut-off for this production will be the day the DOJ makes its initial related filing under the Tunney Act.

Sprint will also produce the documents it provided to the DOJ in response to CID 29992 regarding the Boost divestiture. T-Mobile has already produced the documents it provided to the DOJ in response to CID 29991.

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- **“Specific Areas.”** As requested in your July 7 letter, T-Mobile produced an organizational chart of its marketing organization. In addition, T-Mobile will produce documents responsive to Request 25 to T-Mobile from the files of Matthew Staneff and Julie Goldthwait, who oversees all local marketing. Because Mr. Staneff was a custodian for T-Mobile’s response to the Second Request, the time period for the production of his documents will be June 25, 2018 (the cutoff date for his documents produced in response to the Second Request) to June 30, 2019. Ms. Goldthwait was not a custodian for the Second Request, and the time period for the production of her documents will be January 1, 2017 to June 30, 2019. T-Mobile will use the search terms listed in Appendix A to locate potentially responsive documents.

Similarly, Sprint will produce documents responsive to Request 24 to Sprint from the files of Steve Gaffney (VP Media, Retail, Experiential, Local), who sits within in Sprint’s marketing organization and oversees local marketing for postpaid and Angela Rittgers (SVP – Sales and Marketing Prepaid Group), who is responsible for marketing for Sprint’s prepaid services, including Boost, and whose files include documents related to local marketing efforts in prepaid. Because both Mr. Gaffney and Ms. Rittgers were Second Request custodians, the time period for the production of their documents will be June 25, 2018 (the cutoff date for their documents produced in response to the Second Request) to June 30, 2019. Sprint will use the search terms listed in Appendix A to locate potentially responsive documents.

- **Defendants’ Finances.** T-Mobile will produce regularly-prepared financial statements dated after June 25, 2018 through June 30, 2019. Sprint will likewise produce regularly-prepared financial statements dated after June 25, 2018 and will produce documents responsive to Requests 16, 17, and 44 to Sprint from the files of its Chief Executive Officer Michel Combes and its Chief Financial Officer Andrew Davies. Because Mr. Combes was a custodian for Sprint’s response to the Second Request and Mr. Davies did not join Sprint until July 2018, the time period for the production of their documents will be June 25, 2018 (the cutoff date for their documents produced in response to the Second Request) to June 30, 2019. Sprint will use the search terms listed in Appendix A to locate potentially responsive documents. In addition, Sprint will produce board of director presentations describing Sprint’s financial performance from June 25, 2018.
- **Financial Projections for New T-Mobile.** T-Mobile will produce documents responsive to Request 18 to T-Mobile from the files of T-Mobile’s President & Chief Operating Officer Mike Sievert, who will be President & Chief Operating Officer of New T-Mobile and is responsible for the New T-Mobile business plan. Because Mr. Sievert was a custodian for T-Mobile’s response to the Second Request, the time period for the production of his documents will be June 25, 2018 (the cutoff date for his documents produced in response to the Second Request) to June 30, 2019. T-Mobile will use the search terms listed in Appendix

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A to locate potentially responsive documents. Because Sprint will not be responsible for the operations or finances of the New T-Mobile, it will not produce additional documents for this category, other than those that are covered by the preceding paragraph concerning Sprint's finances.

- **Documents Showing Sprint is Not a Strong Competitor.** T-Mobile will produce documents responsive to Request 21 to T-Mobile from the files of T-Mobile's Chief Executive Officer John Legere and its President & Chief Operating Officer Mike Sievert. Because both Mr. Legere and Mr. Sievert were custodians for T-Mobile's response to the Second Request, the time period for the production of these documents will be June 25, 2018 (the cutoff date for their documents produced in response to the Second Request) to June 30, 2019. T-Mobile will use the search terms listed in Appendix A to locate potentially responsive documents.

Sprint will produce documents responsive to Request 20 to Sprint from the files of its Chief Executive Officer Michel Combes and its Chief Financial Officer Andrew Davies. Because Mr. Combes was a custodian for Sprint's response to the Second Request and Mr. Davies did not join Sprint until July 2018, the time period for the production of these documents will be June 25, 2018 (the cutoff date for their documents produced in response to the Second Request) to June 30, 2019. Sprint will use the search terms listed in Appendix A to locate potentially responsive documents.

- **24 and 28 GHz Spectrum.** T-Mobile will produce documents responsive to Request 16 to T-Mobile from the files of T-Mobile's Chief Technology Officer Neville Ray, who is responsible for T-Mobile's plans for potentially using or deploying 24 GHz or 28 GHz spectrum acquired in auctions 101 and 102, as well as T-Mobile's VP, National Planning, Performance & Analysis Ankur Kapoor. Because Mr. Ray was a custodian for T-Mobile's response to the Second Request, the time period for the production of his documents will be August 28, 2018 (the cutoff date for his documents produced in response to the Second Request) to June 30, 2019. Mr. Kapoor also was a custodian for T-Mobile's response to the Second Request, so the time period for production of his documents will be June 25, 2018 (his applicable cutoff date) to June 30, 2019. T-Mobile will use the search terms listed in Appendix A to locate potentially responsive documents. Because Sprint did not win any spectrum in the auctions, it will not produce additional documents on this topic.
- **SoftBank Documents.** Plaintiffs' July 7 letter states that "Softbank has refused to produce *any* documents in response to Plaintiffs' Requests for Productions." That simply is not true. In fact, SoftBank has already provided Plaintiffs with the entirety of its document production to the DOJ, which consists of more than 2 million pages. Plaintiffs' letter also states that SoftBank should have documents responsive to other requests, including Plaintiffs' Request No. 5, which seeks SoftBank's privilege log produced to the DOJ or the FCC. To the extent

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Plaintiffs' letter suggests that SoftBank has failed to produce any such documents, that, too, is false. SoftBank produced multiple iterations of its privilege log from the DOJ's investigation, including on September 4, 2018, September 21, 2018, November 6, 2018, and January 30, 2019.

SoftBank's position throughout the meet-and-confer process has been clear: SoftBank remains willing to produce relevant documents, but it should not be made to search for, review, and produce documents in response to requests seeking detailed information about Sprint's network and business when Sprint, itself, is a party to this action.

For those requests that do seek potentially relevant information that is fairly within SoftBank's primary possession, custody, or control, SoftBank believes the most efficient approach is to establish a set of search terms to be used in connection with documents for which Marcelo Claure is the custodian. As the Chief Operating Officer at SoftBank and Chairman of the Board of Sprint, Mr. Claure is the custodian most likely to have responsive documents to Request 6 and Request 10. Because Mr. Claure was a custodian for SoftBank's response to the Second Request, the time period for the production of his documents will be June 25, 2018 (the cutoff date for his documents produced in response to the Second Request) to June 30, 2019. SoftBank will use the search terms listed in Appendix A to identify potentially responsive documents and will produce documents responsive to those requests.

Note that, to the extent Defendants indicate that they will produce documents, such a commitment should be read as "produce or log as privileged." Should you have any questions regarding these plans or wish to discuss the scope of Defendants' production of documents in this matter further, please let us know.

Sincerely,

/s/ David I. Gelfand

cc (by email):

California Office of the Attorney General: Paula Blizzard, Esq.; Kathleen Foote, Esq.; Nicole Gordon, Esq.; Michael Jorgenson, Esq.; Adam Miller, Esq.; Laura Namba
Colorado Office of the Attorney General: Devin Laiho, Esq.; Jeni Murphy
Connecticut Office of the Attorney General: Michael Cole, Esq.
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Appendix A – RFP Custodians and Search Terms

RFP	Custodians	Search Terms
25 (T-Mobile) 24 (Sprint)	Matt Staneff Julie Goldthwait Steve Gaffney Angela Rittgers	(promotion or promo or promote or promotional or discount or price or advertisement or ad or commercial or advertising or marketing or campaign or compete or competition or competitor or competitors or brand or strategy or “market share” or “market research” or “survey” or “focus group” or churn or deactivations) w/5 (region or regional or local or California or “Los Angeles” or “Long Beach” or Anaheim or “Santa Ana” or “Garden Grove” or Riverside or “San Bernardino” or Ontario or “New York” or “New Jersey” or Nassau or Suffolk or Newark or “Jersey City” or Paterson or Clifton or Passaic or “San Francisco” or Oakland or Massachusetts or Boston or Lowell or Brockton or Lawrence or Haverhill or New Hampshire or Michigan or Detroit or “Ann Arbor” or Colorado or Denver or Boulder or Nevada or “Las Vegas” or Sacramento or “San Jose” or Imperial or Wisconsin or Milwaukee or Minnesota or Minneapolis or “St. Paul” or “Washington, D.C.” or “DC” or Maryland or Virginia or Kenosha or Norfolk or “Virginia Beach” or Portsmouth or “Colonial Heights” or Petersburg or Hopewell or Richmond or Connecticut or Hartford or “New Britain” or Bristol or “New Haven” or “West Haven” or Waterbury or Meriden or Baltimore or “Colorado Springs” or Stockton or Hawaii or Honolulu or Maui)
16, 17, and 44 (Sprint)	Michel Combes Andrew Davies	((projection or projected or budget or forecast* or MQ* or “plan of record” or “POR” or quarterly or actuals) w/10 (revenue or cost or costs or saving or savings or profit* or EBITDA or churn or margin* or subscribers or “gross adds” or “net adds”)) or (CLV or “customer lifetime value”)
18 (T-Mobile)	Mike Sievert	(“New T-Mobile” or Sprint or Salt or Lakes or Build) w/10 (synergy or synergies or ARPU or cost or costs or saving or savings or profit* or churn)

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20 (Sprint)	Michel Combes Andrew Davies	(standalone or “stand alone” or “without the merger” or “merger fails”) w/10 (compet* or failing or flailing or weak* or retrench* or restrict* or regional or “plan b” or declin* or bankrupt* or deteriorat* or marginaliz* or “backup plan”) or (accounts or subscribers or subs or revenue or profits or EBITDA or FCF or “free cash flow”) w/10 (declin* or negative or losing); or churn w/10 (increase* or elevat*); or lack w/10 spectrum; or less w/10 promotion*
21 (T-Mobile)	John Legere Mike Sievert	(Sprint or Marcelo or Michel or Boost or Virgin) w/10 (weak or weakness or fail or failing or exit or broke or bankrupt or bankruptcy or irrelevant or declining or deteriorating)
16 (T-Mobile)	Neville Ray Ankur Kapoor	(use or deploy* or build) w/10 ((24 w/3 GHz) or (28 w/3 GHz)) and (auction or FCC) or (use or deploy* or build) and (“Auction 101” or “Auction 102”)
6 (SoftBank)	Marcelo Claure	DOJ-Dish OR デ ィ ッ シ ュ OR テ ィ ッ シ ュ OR Dish OR デ ィ ッ シ ュ OR テ ィ ッ シ ュ or divestiture or divestitures or divest or divested or divesting or divestment or divestments or divests
10 (SoftBank)	Marcelo Claure	(merger OR merge OR merged OR mergers OR merging OR merges OR merger’s OR mergeco OR transaction OR transactions OR transactional OR transact OR transacting OR transacted OR transacts OR acquisition OR acquire OR acquired OR acquisitions OR acquiring OR acquires OR acquirer OR negot* OR diligence OR combined OR combination OR combine OR combining OR combinations OR combines OR combinable OR combinability OR combinedco OR integration OR integrated OR integrate OR integrating OR integrator OR integrations OR integrates OR integrators) AND (“t mobile” OR tmo OR tmobile OR “t mo” OR dt OR “deutsche telekom” OR tmus)